

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
-----X

**ORDER GRANTING APPLICATIONS
FOR THE ALLOWANCES OF INTERIM COMPENSATION
FOR THE PERIOD OF OCTOBER 1, 2009 THROUGH JANUARY 31, 2010
FOR PROFESSIONAL SERVICES PERFORMED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED AND OTHER RELIEF**

Upon consideration of the applications (collectively, the “Fourth Interim Applications”) for allowances of interim compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period of October 1, 2009 through January 31, 2010 (the “Application Period”),¹ pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals listed on Schedule A(1) annexed hereto (the “Retained Professionals”), and the report (the “Fourth Fee Report”) of the appointed fee committee in these chapter 11 cases (“Fee Committee”), dated and filed on August 20, 2010 with respect thereto; and upon consideration of the Fee Committee’s recommended deductions (the “Recommended Deductions”) from fees and expenses incurred during the Application Period, as set forth in the Fourth Fee Report, rendered after the Fee Committee received and reviewed written comments and/or conferred with Retained Professionals who responded to the issues raised by the Fee Committee’s initial recommended deductions distributed to the Retained Professionals on or about June 10, 2010; and after due notice pursuant to the amended order dated February 13, 2009

¹ The Application Period for Kleyr Grasso Associes is June 1, 2009 through January 31, 2010. The Application Period for PricewaterhouseCoopers LLP is October 1, 2008 through January 31, 2010. The Application Period for Lazard is October 1, 2009 through December 31, 2009.

governing case management and administrative procedures [Docket No. 2387]; and there being no objections to the allowance of the amounts set forth on Schedule (A)(1); and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Recommended Deductions shall be applied provisionally to the Fourth Interim Applications pending a hearing to consider the Recommended Deductions. Nothing herein shall prejudice the rights of any Retained Professional to challenge the Recommended Deductions.
2. The Fourth Interim Applications of the Retained Professionals are granted to the extent provided in Schedule A(1).
3. Interim compensation to the Retained Professionals for professional services performed during the Application Period is allowed and awarded in the amounts set forth on Schedule A(1) in the column entitled "Fees Awarded" pursuant to section 331 of the Bankruptcy Code.
4. Reimbursement to the Retained Professionals for expenses incurred during the Application Period is allowed and awarded in the amounts set forth on Schedule A(1) in the column entitled "Expenses Awarded."
5. Upon consideration of the report of the Fee Committee with respect to applications for allowances of interim compensation for professional services performed and reimbursement of actual and necessary expenses incurred during previous periods, dated and filed on April 9, 2010 [Docket No. 8209], additional interim compensation for professional services performed during the period of June 1, 2009 through September 30, 2009 is hereby allowed and awarded in the amount of \$8,210.64 to Reilly Pozner LLP, and

additional reimbursement for expenses incurred during said period is hereby allowed and awarded in the amount of \$22,643.01 to Reilly Pozner LLP and in the amount of \$11,542.04 to Jones Day.

6. Pursuant to this order, the Debtors are authorized and directed to pay the “Fees Awarded,” the “Expenses Awarded,” which amounts are totaled in Schedule A(2) in the columns entitled “Total Fees Awarded” and “Total Expenses Awarded,” to the respective Retained Professionals, to the extent not previously paid pursuant to the order dated June 25, 2009 governing interim compensation in these cases [Docket No. 4165].

Dated: New York, New York
September 1, 2010

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A(1)

Current Fee Period: October 1, 2009 to January 31, 2010

Applicant	Date/ Document No. of Application	Fees Requested	Fees Awarded¹	Expenses Requested	Expenses Awarded²
Jones Day	May 10, 2010 8954	\$9,143,140.60	\$8,534,767.56	\$266,470.81	\$199,731.20
Kleyr Grasso Associates ³	April 12, 2010 8241	\$244,551.06	\$216,918.02	\$3,981.74	\$2,935.61
Lazard Freres & Co. LLC ⁴	April 16, 2010 8394	\$5,200,000.00	\$5,200,000.00	\$3,185.49	\$1,970.54
McKenna Long & Aldridge LLP	April 16, 2010 8406	\$813,049.00	\$764,215.24	\$92,211.99	\$61,307.24
Milbank, Tweed, Hadley & McCloy LLP	April 16, 2010 8432	\$13,595,778.50	\$12,908,822.79	\$451,410.54	\$404,795.38
Pachulski Stang Ziehl & Jones LLP	April 16, 2010 8419	\$454,706.30	\$338,678.45	\$6,844.14	\$5,876.14
PricewaterhouseCoopers LLP ⁵	March 10, 2010 7496 ⁶ April 16, 2010 8399	\$574,212.05	\$568,049.17	\$2,484.47	\$2,468.46
Quinn Emanuel Urquhart & Sullivan, LLP	April 16, 2010 8433	\$2,829,628.18	\$2,633,717.18	\$191,748.74	\$107,566.31
Reilly Pozner LLP	April 13, 2010 8297	\$710,528.00	\$646,683.78	\$62,023.14	\$47,051.93

¹ Fees Awarded reflect Fees Requested less the Recommended Fee Deductions.

² Expenses Awarded reflect Expenses Requested less the Recommended Expense Deductions.

³ The Application Period for Kleyr Grasso Associates is June 1, 2009 through January 31, 2010.

⁴ The Application Period for Lazard is October 1, 2009 through December 31, 2009.

⁵ The Application Period for PricewaterhouseCoopers LLP is October 1, 2008 through January 31, 2010.

⁶ This Application had not been previously considered by the Court.

Schedule A(1)

Date: September 1, 2010

Initials: JMP, USBJ

SCHEDULE A(2)

Summary: All Fee Periods (Including This Period)

Applicant	Total Fees Requested	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded
Jones Day	\$23,308,708.80	\$22,501,928.44	\$820,786.51	\$643,057.81
Kleyr Grasso Associes	\$244,551.06	\$216,918.02	\$3,981.74	\$2,935.61
Lazard Freres & Co. LLC	\$23,550,000.00	\$23,550,000.00	\$66,668.67	\$64,952.58
McKenna Long & Aldridge LLP	\$3,823,841.50	\$3,621,125.47	\$361,095.43	\$324,940.42
Milbank, Tweed, Hadley & McCloy LLP	\$53,439,215.50	\$52,191,670.40	\$2,723,356.97	\$2,563,050.94
Pachulski Stang Ziehl & Jones LLP	\$1,077,267.19	\$950,341.89	\$26,892.49	\$23,609.18
PricewaterhouseCoopers LLP	\$574,212.05	\$568,049.17	\$2,484.47	\$2,468.46
Quinn Emanuel Urquhart & Sullivan, LLP	\$8,028,074.18	\$7,710,361.21	\$405,208.00	\$297,877.20
Reilly Pozner LLP	\$2,239,247.00	\$2,158,300.16	\$256,820.44	\$219,061.71

Schedule A(2)

Date: September 1, 2010

Initials: JMP, USBJ